



QUARTERLY STATEMENT

AS OF MARCH 31, 2013  
OF THE CONDITION AND AFFAIRS OF THE

CoventryCares of Michigan, Inc.

NAIC Group Code	1137	1137	NAIC Company Code	12193	Employer's ID Number	20-1052897
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [ ]		Property/Casualty [ ]		Hospital, Medical & Dental Service or Indemnity [ ]	
	Dental Service Corporation [ ]		Vision Service Corporation [ ]		Health Maintenance Organization [ X ]	
	Other [ ]				Is HMO, Federally Qualified? Yes [ ] No [ X ]	
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004	
Statutory Home Office	1333 Gratiot, Ste 400		Detroit, MI, US 48207			
	(Street and Number)		(City or Town, State, Country and Zip Code)			
Main Administrative Office	1333 Gratiot, Ste 400		Detroit, MI, US 48207		313-465-1519	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1333 Gratiot, Ste 400		Detroit, MI, US 48207			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	1333 Gratiot, Ste 400		Detroit, MI, US 48207		313-465-1519	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.CoventryCaresMI.com					
Statutory Statement Contact	Kenyata J. Rogers		313-465-1519			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	KJRogers@cvty.com		313-465-1604			
	(E-mail Address)		(FAX Number)			

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President and Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Corporate Controller & Treasurer	Timothy E Nolan	Executive Vice President

OTHER OFFICERS

Jonathan David Weinberg	Assistant Secretary	Melinda L. Tuozzo	Assistant Treasurer
Shirley R Smith	Secretary		

DIRECTORS OR TRUSTEES

Beverly Ann Allen	Claudia Bjerre	Michael J. Burgoyne	Timothy E. Nolan
Harvey Turner	Ernestine Romero		

State of .....Michigan.....

County of .....Wayne.....

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen President and Chief Executive Officer	Kenyata Jamilea Rogers Chief Financial Officer	John Joseph Ruhlmann Corporate Controller & Treasurer
Subscribed and sworn to before me this _____ day of _____,		a. Is this an original filing? Yes [ X ] No [ ]
_____		b. If no:
Rochelle D. Jenkins, Notary Public		1. State the amendment number _____
December 25, 2018		2. Date filed _____
		3. Number of pages attached _____

STATEMENT AS OF MARCH 31, 2013 OF THE CoventryCares of Michigan, Inc.

ASSETS

	Current Statement Date			4  December 31 Prior Year Net Admitted Assets
	1  Assets	2  Nonadmitted Assets	3  Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	19,143,613		19,143,613	18,504,637
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....20,622,484 ), cash equivalents (\$ .....6,976,850 ) and short-term investments (\$ .....0 ) .....	27,599,334		27,599,334	24,141,267
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....	0		0	0
9. Receivables for securities .....			0	0
10. Securities lending reinvested collateral assets .....			0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	46,742,947	0	46,742,947	42,645,904
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	196,429		196,429	228,914
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....			0	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
18.2 Net deferred tax asset .....	324,153		324,153	324,153
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....			0	0
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	27,312	27,312	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....			0	0
24. Health care (\$ .....1,167,900 ) and other amounts receivable .....	1,205,405		1,205,405	1,340,847
25. Aggregate write-ins for other than invested assets .....	148,026	148,026	0	2,172,279
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	48,644,272	175,338	48,468,934	46,712,097
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27) .....	48,644,272	175,338	48,468,934	46,712,097
DETAILS OF WRITE-INS				
1101. ....			0	0
1102. ....			0	0
1103. ....			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above) .....	0	0	0	0
2501. Tax Refund Receivable .....			0	2,172,279
2502. Prepaid Expenses .....	142,736	142,736	0	0
2503. Vehicles .....	26,167	26,167	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	(20,877)	(20,877)	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	148,026	148,026	0	2,172,279

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded).....	20,415,994		20,415,994	19,344,078
2. Accrued medical incentive pool and bonus amounts .....	803,917		803,917	781,306
3. Unpaid claims adjustment expenses .....	159,200		159,200	148,082
4. Aggregate health policy reserves including the liability of \$ ..... for medical loss ratio rebate per the Public Health Service Act .....			0	0
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....			0	0
8. Premiums received in advance .....	150,092		150,092	150,092
9. General expenses due or accrued .....	1,199,756		1,199,756	1,261,860
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....	214,548		214,548	580,016
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable .....			0	0
12. Amounts withheld or retained for the account of others .....	19,854		19,854	18,470
13. Remittances and items not allocated .....			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	159,054		159,054	174,748
16. Derivatives.....			0	0
17. Payable for securities .....			0	0
18. Payable for securities lending .....			0	0
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ ..... unauthorized reinsurers and \$ ..... certified reinsurers) .....			0	0
20. Reinsurance in unauthorized and certified (\$ ..... ) companies .....			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
22. Liability for amounts held under uninsured plans .....			0	0
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	23,122,415	0	23,122,415	22,458,652
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX	10	10
27. Preferred capital stock .....	XXX	XXX		0
28. Gross paid in and contributed surplus .....	XXX	XXX	16,600,990	16,600,990
29. Surplus notes .....	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	8,745,519	7,652,445
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	25,346,519	24,253,445
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	48,468,934	46,712,097
DETAILS OF WRITE-INS				
2301. ....			0	0
2302. ....			0	0
2303. ....			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501. ....	XXX	XXX		0
2502. ....	XXX	XXX		0
2503. ....	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001. ....	XXX	XXX		0
3002. ....	XXX	XXX		0
3003. ....	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	124,482	138,272	535,706
2. Net premium income (including \$ non-health premium income).....	XXX	41,753,549	45,430,206	173,059,035
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0	0
4. Fee-for-service (net of \$ medical expenses) .....	XXX		0	0
5. Risk revenue .....	XXX		0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	16,864	29,007	110,430
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	41,770,413	45,459,213	173,169,465
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		27,135,923	27,913,855	109,197,097
10. Other professional services .....		1,629,098	1,566,799	6,819,642
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....		2,693,522	2,802,824	10,759,239
13. Prescription drugs .....		4,646,779	5,286,343	21,057,584
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....	0	366,793	111,761	680,414
16. Subtotal (Lines 9 to 15) .....	0	36,472,115	37,681,582	148,513,976
<b>Less:</b>				
17. Net reinsurance recoveries .....		(20,162)	(9,100)	156,439
18. Total hospital and medical (Lines 16 minus 17) .....	0	36,492,277	37,690,682	148,357,537
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		391,275	514,703	1,555,822
21. General administrative expenses.....		3,419,765	5,791,779	14,682,410
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22) .....	0	40,303,317	43,997,164	164,595,769
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	1,467,096	1,462,049	8,573,696
25. Net investment income earned .....		123,915	209,940	716,782
26. Net realized capital gains (losses) less capital gains tax of \$11,707 .....		21,742	41,221	364,902
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	145,657	251,161	1,081,684
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ) (amount charged off \$ )] .....			0	0
29. Aggregate write-ins for other income or expenses .....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	1,612,753	1,713,210	9,655,380
31. Federal and foreign income taxes incurred .....	XXX	490,703	556,273	2,532,568
32. Net income (loss) (Lines 30 minus 31) .....	XXX	1,122,050	1,156,937	7,122,812
<b>DETAILS OF WRITE-INS</b>				
0601. Other Revenue.....	XXX	16,864	29,007	110,430
0602. ....	XXX			
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	16,864	29,007	110,430
0701. ....	XXX			
0702. ....	XXX			
0703. ....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	0	0	0
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0	0
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	24,253,445	25,885,250	25,885,250
34. Net income or (loss) from Line 32 .....	1,122,050	1,156,937	7,122,812
35. Change in valuation basis of aggregate policy and claim reserves .....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0	0
38. Change in net deferred income tax .....	0	0	(228,740)
39. Change in nonadmitted assets .....	(28,976)	(39,777)	(38,964)
40. Change in unauthorized and certified reinsurance .....	0	0	0
41. Change in treasury stock .....		0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles .....		13,087	13,087
44. Capital Changes:			
44.1 Paid in .....		0	0
44.2 Transferred from surplus (Stock Dividend) .....		0	0
44.3 Transferred to surplus .....		0	0
45. Surplus adjustments:			
45.1 Paid in .....		0	0
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....		0	0
46. Dividends to stockholders .....		0	(8,500,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47) .....	1,093,074	1,130,247	(1,631,805)
49. Capital and surplus end of reporting period (Line 33 plus 48)	25,346,519	27,015,497	24,253,445
<b>DETAILS OF WRITE-INS</b>			
4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance.....	41,753,549	45,229,344	172,858,173
2. Net investment income .....	195,582	206,997	935,755
3. Miscellaneous income .....	152,308	(45,003)	(1,108,939)
4. Total (Lines 1 to 3) .....	42,101,439	45,391,338	172,684,989
5. Benefit and loss related payments .....	35,397,750	35,627,164	148,873,958
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	3,862,026	6,778,124	16,300,151
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses).....	867,878	918,409	2,663,605
10. Total (Lines 5 through 9) .....	40,127,654	43,323,697	167,837,714
11. Net cash from operations (Line 4 minus Line 10) .....	1,973,785	2,067,641	4,847,275
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	1,611,623	1,894,208	15,191,295
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	1,611,623	1,894,208	15,191,295
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	2,256,332	2,816,364	10,094,622
13.2 Stocks .....	0	0	0
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	0	22,196	1
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	2,256,332	2,838,560	10,094,623
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(644,709)	(944,352)	5,096,672
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	0	0	8,500,000
16.6 Other cash provided (applied).....	2,128,993	55,184	(2,107,179)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	2,128,993	55,184	(10,607,179)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	3,458,069	1,178,473	(663,232)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	24,141,266	24,804,498	24,804,498
19.2 End of period (Line 18 plus Line 19.1) .....	27,599,335	25,982,971	24,141,266

STATEMENT AS OF MARCH 31, 2013 OF THE CoventryCares of Michigan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year .....	42,831	619	.0	.0	.0	.0	.0	.0	42,212	.0
2. First Quarter .....	41,142	611	.0	.0	.0	.0	.0	.0	40,531	.0
3. Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	124,482	1,816							122,666	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	96,806	719							96,087	
8. Non-Physician .....	16,243	32							16,211	
9. Total	113,049	751	0	0	0	0	0	0	112,298	0
10. Hospital Patient Days Incurred	7,536	12							7,524	
11. Number of Inpatient Admissions	1,581	4							1,577	
12. Health Premiums Written (a).....	41,886,013	145,098							41,740,915	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0	.0							.0	
15. Health Premiums Earned .....	41,886,013	145,098							41,740,915	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	35,377,588	.66,110							35,311,478	
18. Amount Incurred for Provision of Health Care Services	36,472,115	52,177							36,419,938	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

## CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]



UNDERWRITING AND INVESTMENT EXHIBIT  
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	14,087	52,309	482	17,205	14,569	31,619
2. Medicare Supplement .....					0	0
3. Dental only .....					0	0
4. Vision only .....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....					0	0
7. Title XIX - Medicaid .....	13,001,940	21,985,233	3,284,861	17,113,446	16,286,801	19,312,459
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8).....	13,016,027	22,037,542	3,285,343	17,130,651	16,301,370	19,344,078
10. Health care receivables (a) .....					0	0
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....	344,182	0	0	803,917	344,182	781,306
13. Totals (Lines 9-10+11+12)	13,360,209	22,037,542	3,285,343	17,934,568	16,645,552	20,125,384

(a) Excludes \$ ..... loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of CoventryCares of Michigan (“the Company”) have been prepared in accordance with the accounting practices prescribed or permitted by the Michigan Department of Insurance and Financial Services (DIFS). Such practices differ in certain respects from generally accepted accounting principles in determining financial position and results of operations. Certain assets designated as non-admitted (e.g. receivables greater than 90 days old, prepaid assets, certain amounts of property and equipment, notes receivable and deferred taxes) are excluded from the balance sheet by a direct charge to surplus. Bonds generally are stated at amortized cost, except for bonds that are rated by the NAIC as class 3-6 which are reported at the lower of amortized cost or fair market value.

DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Michigan insurance laws. The National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Michigan. The State of Michigan has adopted prescribed accounting practices that differ from those found in NAIC SAP, in that provider advances are not allowed, and thus, must be non-admitted. The Company, however, did not have any amounts due from providers for advances for the period ended March 31, 2013 and December 31, 2012.

Below is a reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by DIFS as of March 31, 2013 and December 31, 2012:

	<u>State of</u>	<u>2013</u>	<u>2012</u>
	<u>Domicile</u>		
<u>NET INCOME</u>			
(1) Company state basis (Page 4, Line 32, Columns 2 & 3)	MI \$	1,122,050	\$ 7,122,812
(4) NAIC SAP (1-2-3=4)	MI \$	<u>1,122,050</u>	<u>\$ 7,122,812</u>
<u>SURPLUS</u>			
(5) Company state basis (Page 3, Line 33, Columns 3 & 4)	MI \$	25,346,519	\$ 24,253,445
(8) NAIC SAP (5-6-7=8)	MI \$	<u>25,346,519</u>	<u>\$ 24,253,445</u>

B. Use of Estimates in the Preparation of the Financial Statements  
NO CHANGE

C. Accounting Policy  
NO CHANGE

2. Accounting Changes and Corrections of Errors  
NO CHANGE

3. Business Combinations and Goodwill

A. Statutory Purchased Method  
NONE

B. Statutory Merger Method  
NONE

C. Assumption Reinsurance  
NONE

D. Impairment Losses  
NONE

4. Discontinued Operations  
NONE

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

## NOTES TO FINANCIAL STATEMENTS

NONE

B. Debt Restructuring  
NONE

C. Reverse Mortgages  
NONE

D. Loan-Backed Securities

1. The carrying value for structured securities has been determined in accordance with the guidelines of the NAIC. Fair value is determined using a pricing hierarchy starting with a widely accepted pricing vendor, followed by external broker/dealers, Bloomberg analytic modeling and a benchmark to index model.

The Company uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing mortgage-backed and asset-backed securities with inputs from major third party data providers. The model combines the effects of interest rates, volatility, and pre-payment speeds based on various scenarios and simulations (Monte Carlo) with credit loss analysis and resulting effective analytics (spreads, duration, convexity) and cash flows on a monthly basis. Credit sensitive cash flows are calculated using a proprietary model which estimates future loan defaults in terms of timing and severity. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.

2. Not applicable as there was no OTTI recognized in 2013 and 2012 because the Company did not expect to hold the security to recovery (i.e.: there were no write-downs to projected cash flows)

3. Not applicable as there was no OTTI recognized in 2013 and 2012 because the Company did not expect to hold the security to recovery (i.e.: there were no write-downs to projected cash flows)

4. At March 31, 2013 and December 31, 2012, there are no structured securities that have been in a continuous unrealized loss position for 12 months or longer and considered impaired.. Therefore, the table showing unrealized losses on structured securities that are greater and less than a year has not been provided.

5. There are a number of factors that are considered in determining if there is an other-than-temporary impairment on an investment, including but not limited to, debt burden, credit ratings, sector, liquidity, financial flexibility, company management, expected earnings and cash flow stream, and economic prospects associated with the investment.

All investments in an unrealized loss position are evaluated for other-than-temporary impairment based on the severity level and length of time the investment has been in an unrealized loss position. As the magnitude of the loss increases so does the degree of analysis required in determining if an other-than-temporary loss exists.

E. Repurchase Agreements and/or Securities Lending Transactions  
NONE

F. Real Estate  
NONE

G. Investments in low-income housing credits  
NONE

6. Joint Ventures, Partnerships and Limited Liability Companies  
NONE

7. Investment Income  
NO CHANGE

8. Derivative Instruments  
NONE

9. Income Taxes  
NO CHANGE

## NOTES TO FINANCIAL STATEMENTS

### 10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

- A. Amounts due to Coventry Health Care, Inc. as of March 31, 2013 and December 31, 2012 are \$159,054 and \$174,748 respectively.

The terms of settlement require that these amounts are settled within 30 days.

- B. On August 19, 2012, the Company's parent, Coventry Health Care, Inc. ("Coventry"), Aetna Inc. ("Aetna") and Jaguar Merger Subsidiary, Inc. ("Merger Sub") entered into an Agreement and Plan of Merger (as amended, and as may be further amended), pursuant to which, subject to the satisfaction or waiver of certain conditions, Merger Sub will be merged with and into Coventry, with Coventry surviving the merger as a wholly-owned subsidiary of Aetna (the "Merger").

The consummation of the Merger is subject to customary closing conditions, including, among others, the adoption of the Merger Agreement by Coventry's stockholders, the absence of certain legal impediments to the consummation of the Merger, the receipt of specified governmental consents and approvals, the early termination or expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, and, subject to certain exceptions, the accuracy of representations and warranties made by the Coventry and Aetna, respectively, and compliance by the Coventry and Aetna with their respective obligations under the Merger Agreement. The Merger closed on May 7, 2013.

### 11. Debt

NONE

### 12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post-retirement Benefit Plans.

- A. The Company does not sponsor a Defined Benefit Plan.

### 13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

NO CHANGE

### 14. Contingencies

NO CHANGE

### 15. Leases

NO CHANGE

### 16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

NONE

### 17. Sale, Transfers and Servicing of Financial Assets and Extinguishment of Liabilities

NONE

### 18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

NONE

### 19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

NONE

### 20. Fair Value Measurements

- A. 1. NONE

2. NONE

3. NONE

4. The following are the levels of the hierarchy and a brief description of the type of valuation inputs that are used to establish each level:

- Pricing Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets that our pricing sources have the ability to access. Since the valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant amount or degree of judgment.
- Pricing Level 2 - Valuations based upon quoted prices for similar assets in active markets, quoted prices for identical or similar assets in inactive markets; or valuations based on models where the significant inputs are observable (e.g. interest rates, yield

NOTES TO FINANCIAL STATEMENTS

curves, prepayment speeds, default rates, loss severities) or can be corroborated by observable market data.

- Pricing Level 3 – Valuations that are derived from techniques in which one or more of the significant inputs are unobservable, including broker quotes which are non binding

- B. NONE
- C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 20,050,927	\$ 19,143,613	\$ .....	\$ 20,050,927	\$ .....	\$ .....
Short-term investments	\$ 6,976,850	\$ 6,976,850	\$ 6,976,850	\$ .....	\$ .....	\$ .....

21. Other Items

A.-F. NO CHANGE

22. Events Subsequent

NONE

23. Reinsurance

NO CHANGE

24. Respectively Rated Contracts and Contracts Subject to Redetermination.

NO CHANGE

25. Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2012 were \$20,273,466. As of March 31, 2013, \$13,462,296 has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior year are now \$3,331,338 as a result of re-estimation of unpaid losses and loss adjustment expenses. Therefore, there has been \$3,479,832 favorable prior year development since December 31, 2012. This decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. There are no retrospectively rated contracts subject to redetermination. However, the business to which it relates is subject to premium adjustments.

26. Intercompany Pooling Arrangements

NONE

27. Structured Settlements

NONE

28. Health Care Receivables

A. Pharmaceutical Rebates Receivables  
NO CHANGE

B. Risk Sharing Receivables  
NO CHANGE

29. Participating Policies

NONE

30. Premium Deficiency Reserves

NONE

31. Anticipated Salvage and Subrogation

NONE

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

If yes, attach an explanation.

Yes ☐ No ☒ NA ☐
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/30/2010
- 6.4

By what department or departments?

Department of Insurance and Financial Services
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☐ No ☐ NA ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? ..... Yes [X] No [ ]

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain: .....

9.2 Has the code of ethics for senior managers been amended? ..... Yes [ ] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s). .....

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? ..... Yes [ ] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s). .....

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?..... Yes [ ] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$ .....

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [ ] No [X]

11.2 If yes, give full and complete information relating thereto: .....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: .....\$ .....0

13. Amount of real estate and mortgages held in short-term investments: .....\$ .....0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? ..... Yes [ ] No [X]

14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ .....0	\$ .....0
14.22 Preferred Stock .....	\$ .....0	\$ .....0
14.23 Common Stock .....	\$ .....0	\$ .....0
14.24 Short-Term Investments .....	\$ .....0	\$ .....0
14.25 Mortgage Loans on Real Estate .....	\$ .....0	\$ .....0
14.26 All Other .....	\$ .....0	\$ .....0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ .....0	\$ .....0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....0	\$ .....0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [ ] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes [ ] No [ ]

If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

16.3 Total payable for securities lending reported on the liability page
- \$ .....

\$ .....

\$ .....

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? .....

Yes [X] No [ ]

- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Citibank, N.A.....	3800 Citigroup Center, Building B02/08, Tampa, FL 33610-9122.....
.....	.....

- 17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....	.....	.....
.....	.....	.....

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? .....

Yes [ ] No [X]

- 17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....	.....	.....	.....
.....	.....	.....	.....

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107423.....	Conning, Inc.....	One Financial Place, Hartford, CT 06103.....
25995.....	Citigroup, N.A.....	3800 Citigroup Center, Building B02/08, Tampa, FL 33610-9122.....

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? .....
- 18.2 If no, list exceptions:

Yes [X] No [ ]

.....



GENERAL INTERROGATORIES  
PART 2 - HEALTH

1.	Operating Percentages:	
1.1	A&H loss percent.....	87.4 %
1.2	A&H cost containment percent .....	0.0 %
1.3	A&H expense percent excluding cost containment expenses.....	9.4 %
2.1	Do you act as a custodian for health savings accounts?.....	Yes [ ] No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3	Do you act as an administrator for health savings accounts?.....	Yes [ ] No [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$

**STATEMENT AS OF MARCH 31, 2013 OF THE CoventryCares of Michigan, Inc.**

## SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

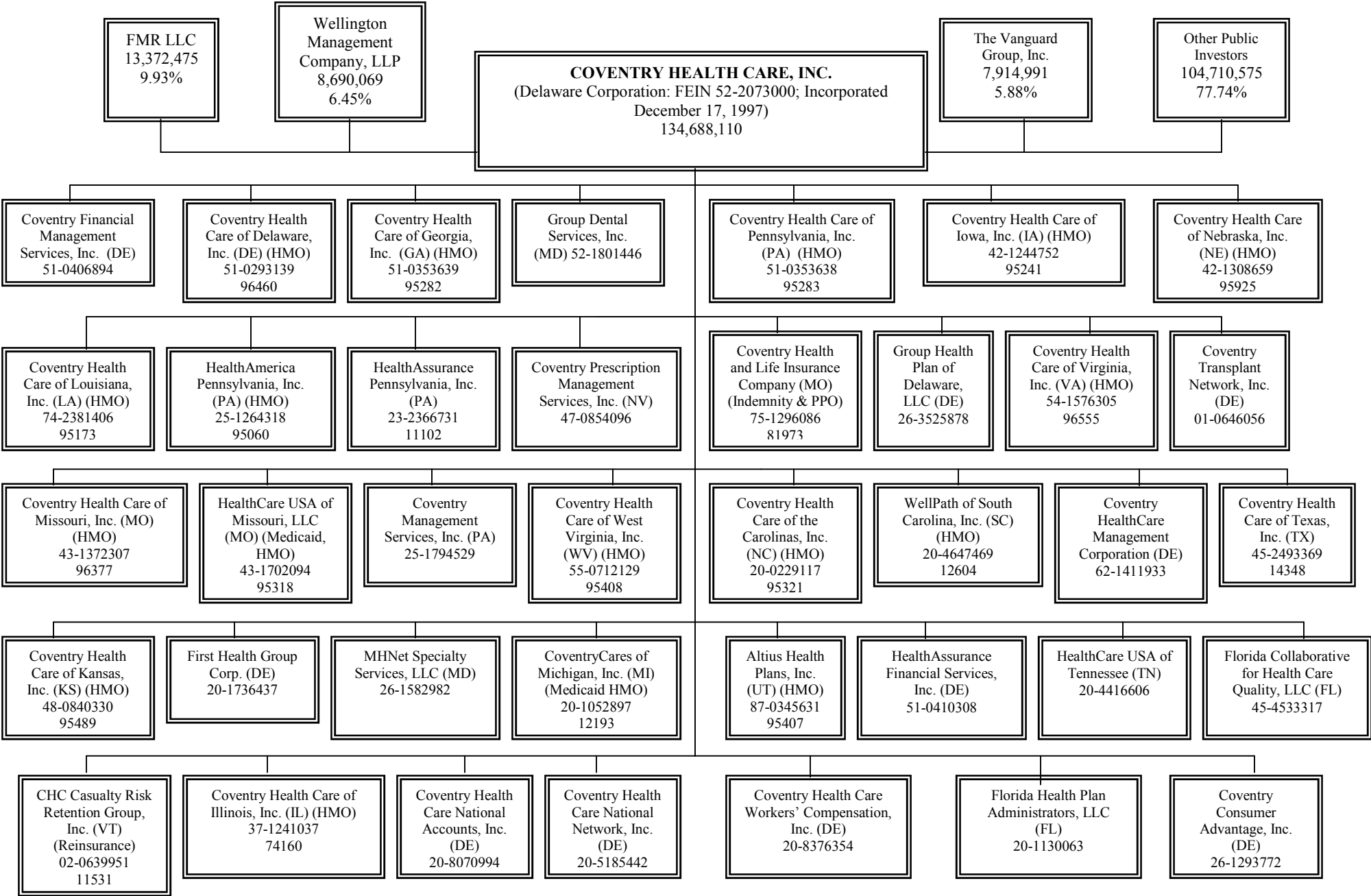
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

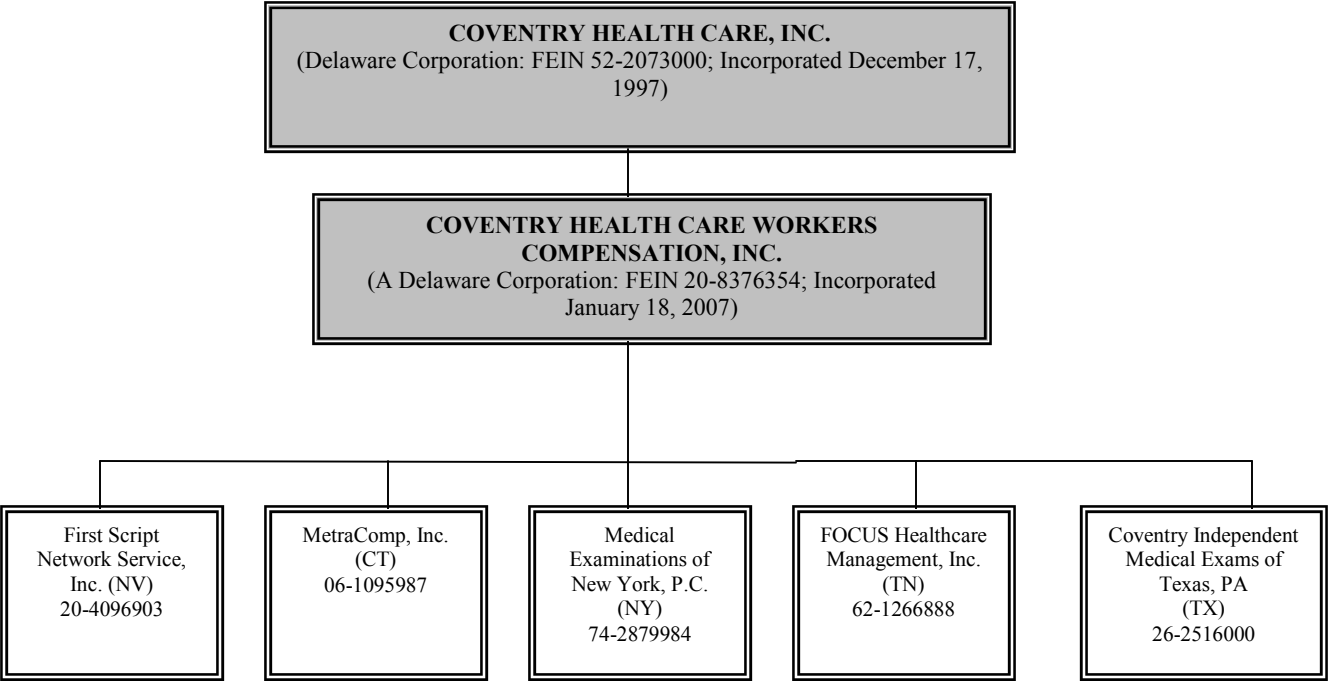
Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	N						0		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	N						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	L	145,098	41,740,915				41,886,013		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	N						0		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CAN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	145,098	0	41,740,915	0	0	0	41,886,013	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	145,098	0	41,740,915	0	0	0	41,886,013	0	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.  
(a) Insert the number of L responses except for Canada and other Alien.

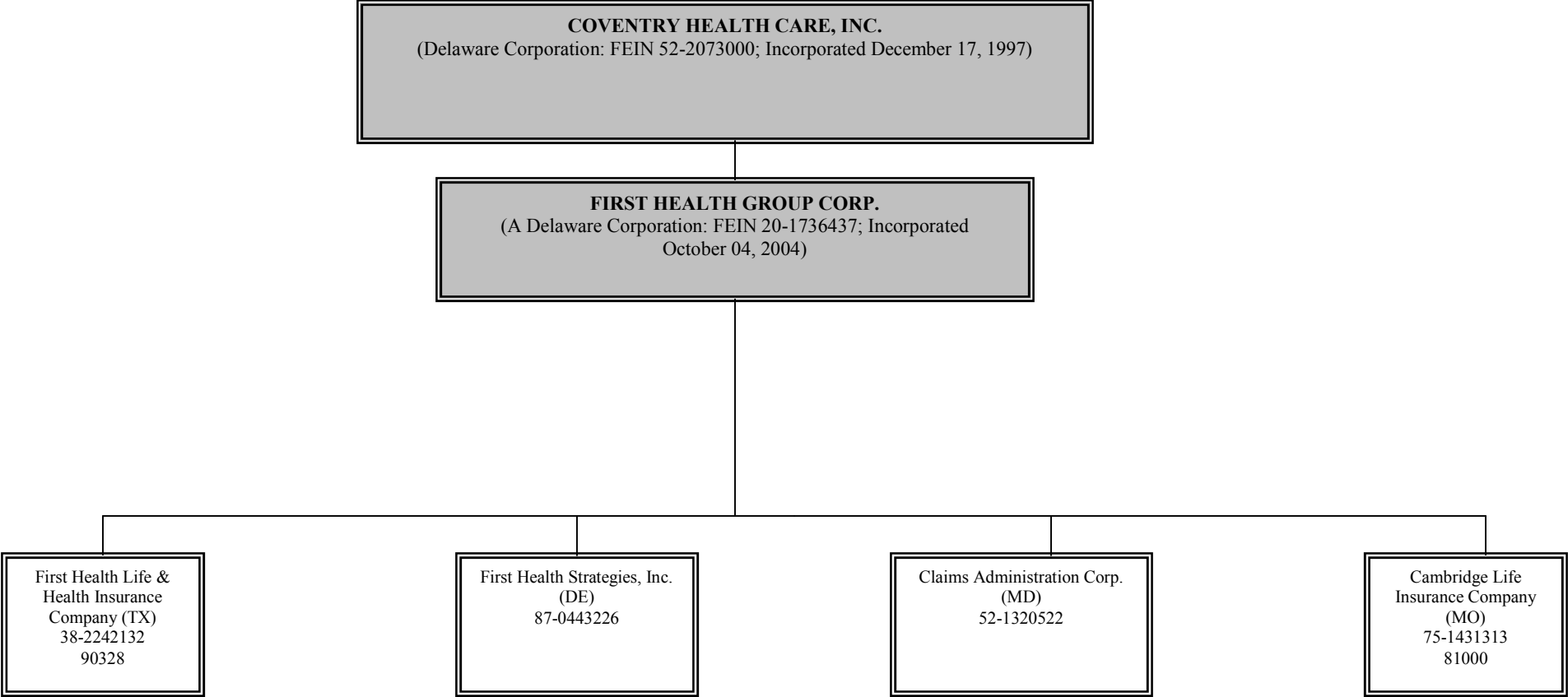
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



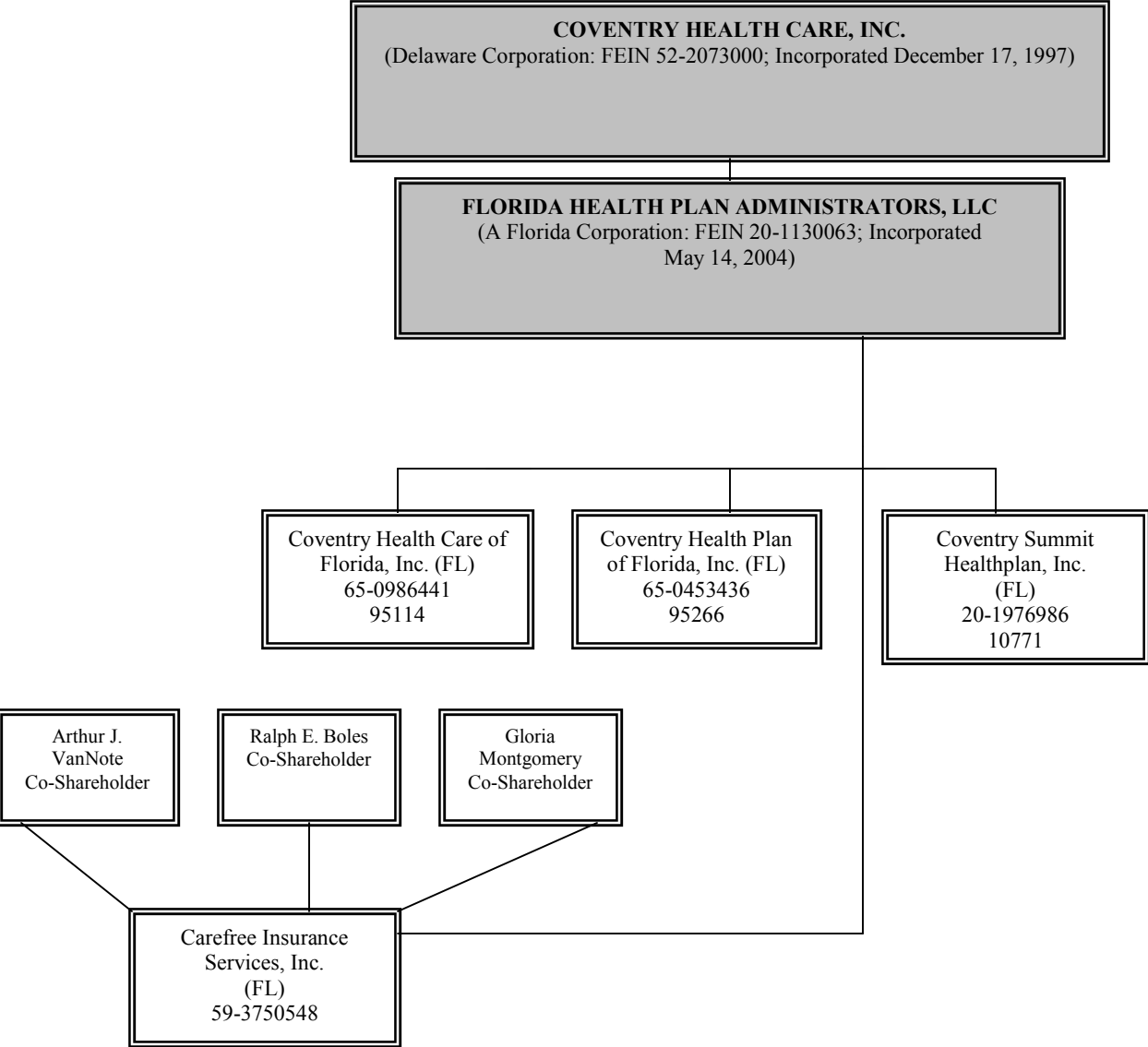
**COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)**



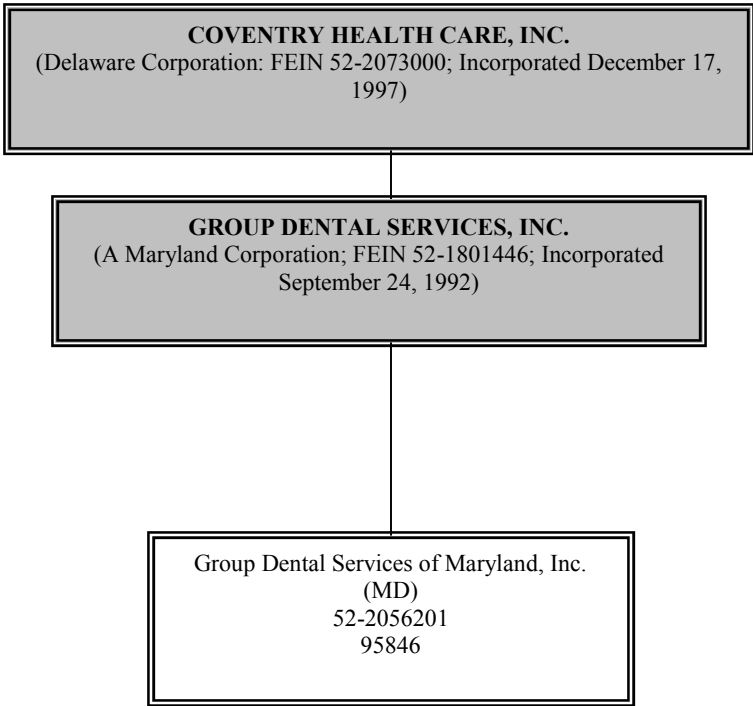
COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)

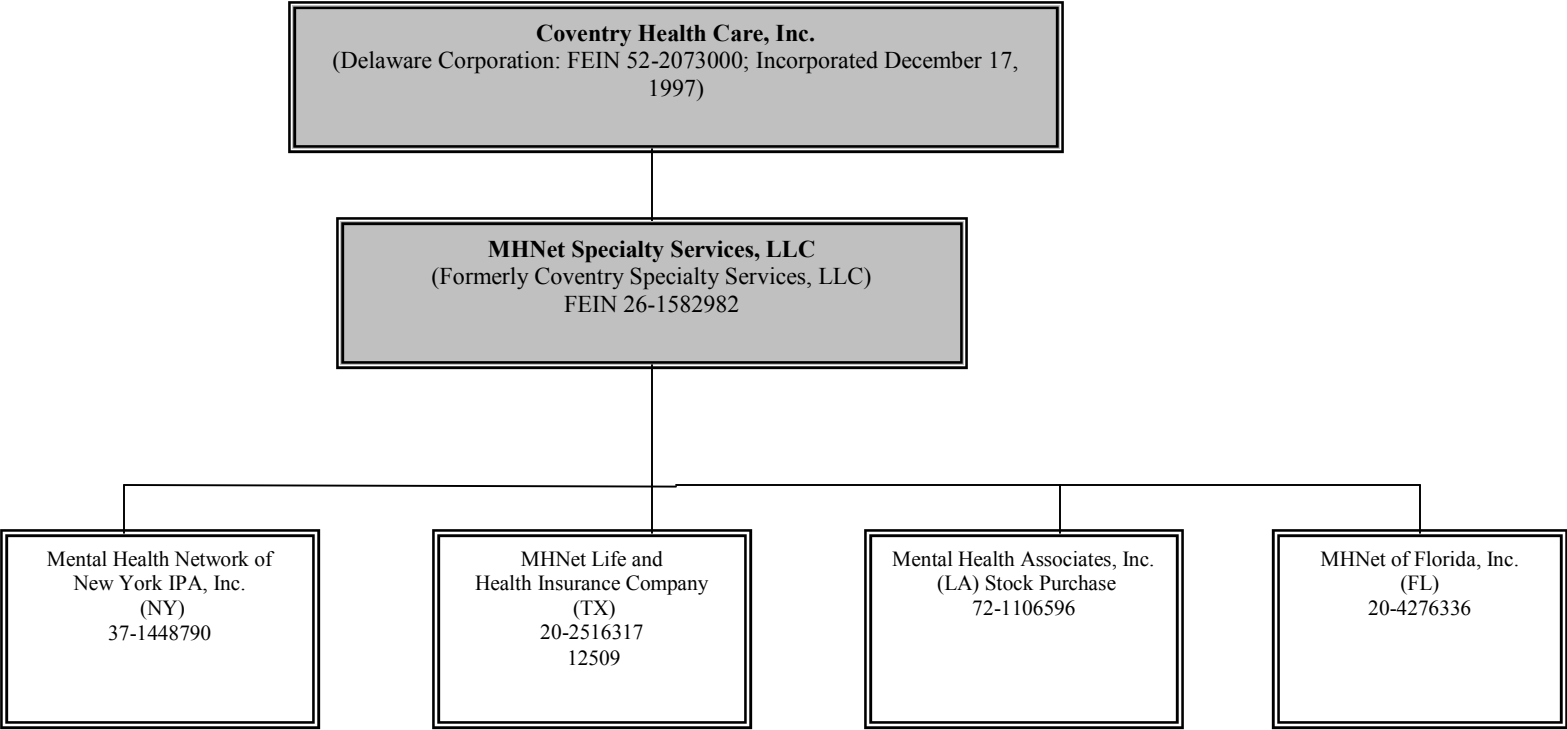


**COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)**

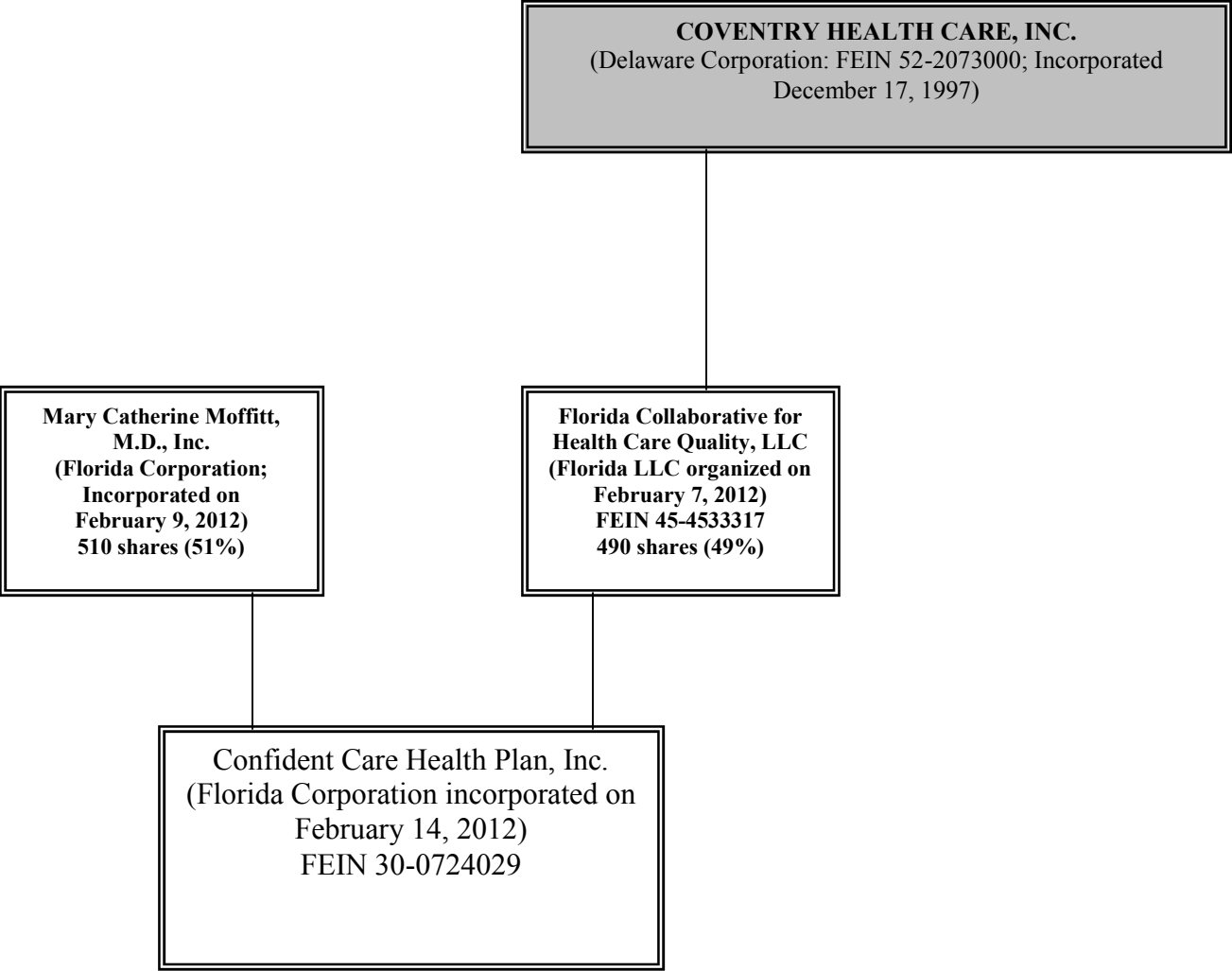




COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)



**COVENTRY HEALTH CARE, INC. ORGANIZATIONAL CHART (AS OF MARCH 31, 2013)**



SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01137.....	Coventry Health Care Inc.....	00000.....	52-2073000.....			NYSE.....	Coventry Health Care Inc.....	DE.....	UDP.....			0.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	81973.....	75-1296086.....				Coventry Health & Life Insurance Co.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	51-0406894.....				Coventry Financial Mgmt Services, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	96460.....	51-0293139.....				Coventry Health Care of Delaware, Inc.....	DE.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95282.....	51-0353639.....				Coventry Health Care of Georgia, Inc.....	GA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	52-1801446.....				Group Dental Services, Inc.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95283.....	51-0353638.....				Coventry Health Care of Pennsylvania, In.....	PA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95241.....	42-1244752.....				Coventry Health Care of Iowa, Inc.....	IA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95925.....	42-1308659.....				Coventry Health Care of Nebraska, Inc.....	NE.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95173.....	74-2381406.....				Coventry Health Care of Louisiana, Inc.....	LA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95060.....	25-1264318.....				HealthAmerica Pennsylvania Inc.....	PA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	11102.....	23-2366731.....				HealthAssurance Pennsylvania, Inc.....	PA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	47-0854096.....				Coventry Prescription Mgmt Svcs, Inc.....	NV.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	26-3525878.....				Group Health Plan of Delaware, LLC.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	96555.....	54-1576305.....				Coventry Health Care of Virginia, Inc.....	VA.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	01-0646056.....				Coventry Transplant Network, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	96377.....	43-1372307.....				Coventry Health Care of Missouri, Inc.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95318.....	43-1702094.....				HealthCare USA of Missouri, LLC.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	25-1794529.....				Coventry Management Services, Inc.....	PA.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95408.....	55-0712129.....				Coventry Health Care of West Virginia, Inc.....	WV.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	95321.....	20-0229117.....				Coventry Health Care of the Carolinas, Inc.....	NC.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	12604.....	20-4647469.....				Wellpath of South Carolina, Inc.....	SC.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	00000.....	62-1411933.....				Coventry Health Care Mgmt Corp.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....
01137.....	Coventry Health Care Inc.....	14348.....	45-2493369.....				Coventry Health Care of Texas, Inc.....	TX.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0.....	Coventry Health Care Inc.....	0.....

SCHEDULE Y  
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01137.....	Coventry Health Care Inc.....	95489.....	48-0840330.....				Coventry Health Care of Kansas, Inc.....	KS.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-1736437.....				First Health Group Corp.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	26-1582982.....				MHNet Specialty Services, LLC.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	12193.....	20-1052897.....				CoventryCares of Michigan, Inc.....	MI.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	95407.....	87-0345631.....				Altius Health Plans, Inc.....	UT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	51-0410308.....				HealthAssurance Financial Services, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-4416606.....				HealthCare USA of Tennessee, LLC.....	TN.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	11531.....	02-0639951.....				CHC Casualty Risk Retention Group, Inc.....	VT.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	74160.....	37-1241037.....				Coventry Health Care of Illinois, Inc.....	IL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-8070994.....				CHC National Accounts, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-5185442.....				CHC National Network, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-8376354.....				CHC Workers' Compensation, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-1130063.....				Florida Health Plan Administrators, LLC.....	FL.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	26-1293772.....				Coventry Consumer Advantage, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	20-4096903.....				First Script Network Services, Inc.....	NV.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	06-1095987.....				MetraComp, Inc.....	CT.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	74-2879984.....				Medical Examinations of NY, P.C.....	NY.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	62-1266888.....				FOCUS Healthcare Management, Inc.....	TN.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	26-2516000.....				Coventry Ind. Medical Exam of TX, PA.....	TX.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	90328.....	38-2242132.....				First Health Life & Health Ins Co.....	TX.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	87-0443226.....				First Health Strategies, Inc.....	DE.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	00000.....	52-1320522.....				Claims Administration Corp.....	MD.....	NIA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	81000.....	75-1431313.....				Cambridge Life Insurance Co.....	MO.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0
01137.....	Coventry Health Care Inc.....	95114.....	65-0986441.....				Coventry Health Care of Florida, Inc.....	FL.....	IA.....	Coventry Health Care Inc.....	Ownership.....	100.0	Coventry Health Care Inc.....	0

## 16.2

[illegible]

Asterisk	Explanation
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.  
\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Other.....	(20,877)	(20,877)	0	0
2597. Summary of remaining write-ins for Line 25 from Page 02	(20,877)	(20,877)	0	0

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation .....		.0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	.0	.0
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10) .....	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14) .....	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12) .....	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	18,504,636	23,230,629
2. Cost of bonds and stocks acquired .....	2,256,333	10,094,617
3. Accrual of discount .....	223	3,085
4. Unrealized valuation increase (decrease) .....	.0	.0
5. Total gain (loss) on disposals .....	33,449	561,388
6. Deduct consideration for bonds and stocks disposed of .....	1,611,622	15,191,293
7. Deduct amortization of premium .....	39,405	193,790
8. Total foreign exchange change in book/adjusted carrying value .....	.0	.0
9. Deduct current year's other than temporary impairment recognized .....	.0	.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	19,143,614	18,504,636
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11) .....	19,143,614	18,504,636



SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	25,412,421	22,949,995	22,713,538	(37,421)	25,611,457	0	0	25,412,421
2. Class 2 (a).....	510,767	0	0	(1,761)	509,006	0	0	510,767
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	25,923,188	22,949,995	22,713,538	(39,182)	26,120,463	0	0	25,923,188
<b>PREFERRED STOCK</b>								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	25,923,188	22,949,995	22,713,538	(39,182)	26,120,463	0	0	25,923,188

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ .....6,976,850 ; NAIC 2 \$ .....0 ;  
NAIC 3 \$ .....0 ; NAIC 4 \$ .....0 ; NAIC 5 \$ .....0 ; NAIC 6 \$ .....0

Schedule DA - Part 1  
NONE

Schedule DA - Verification  
NONE

Schedule DB - Part A - Verification  
NONE

Schedule DB - Part B - Verification  
NONE

Schedule DB - Part C - Section 1  
NONE

Schedule DB - Part C - Section 2  
NONE

Schedule DB - Verification  
NONE

SCHEDULE E - VERIFICATION  
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	7,418,552	1,356,287
2. Cost of cash equivalents acquired .....	20,693,663	46,503,396
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals .....	21,135,365	40,441,131
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	6,976,850	7,418,552
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	6,976,850	7,418,552

Schedule A - Part 2  
**NONE**

Schedule A - Part 3  
**NONE**

Schedule B - Part 2  
**NONE**

Schedule B - Part 3  
**NONE**

Schedule BA - Part 2  
**NONE**

Schedule BA - Part 3  
**NONE**

## E04

[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0

# E05

# E05

# E05

# E05

# E05

Schedule DB - Part A - Section 1  
NONE

Schedule DB - Part B - Section 1  
NONE

Schedule DB - Part D - Section 1  
NONE

Schedule DB - Part D - Section 2  
NONE

Schedule DL - Part 1  
NONE

Schedule DL - Part 2  
NONE





## SCHEDULE E - PART 2 - CASH EQUIVALENTS

E13